

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

IN RE:

ENERGY XXI LTD, *et al.*¹,

DEBTORS.

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§

**Case No. 16-31928
(Chapter 11)**

Jointly Administered

Judge David R. Jones

**OBJECTION OF THE OFFICIAL COMMITTEE OF EQUITY SECURITY
HOLDERS TO DEBTORS' MOTION FOR ENTRY OF AN ORDER EXTENDING THE
EXCLUSIVITY PERIODS TO FILE AND SOLICIT ACCEPTANCES OF A
CHAPTER 11 PLAN (Docket No. 816)**

The Official Committee of Equity Security Holders ("Equity Committee"), hereby objects to the Debtors' Motion for Entry of an Order Extending the Exclusivity Periods to File and Solicit Acceptances of a Chapter 11 Plan (the "Motion"). The grounds for this objection are as follows:

Objection

1. The Motion is inherently contradictory. The Debtors have already filed a plan and disclosure statement and are set for confirmation 152 days from the Petition Date. According to the Debtors, they must exit bankruptcy quickly in view of the state of the hurricane season. Yet, the Motion asks for an extension of time through December 10, 2016. The Debtors cannot have it both ways. If they really need to exit quickly, they should be presenting a consensual plan

¹ The Debtors in these chapter 11 cases and the last four digits of their respective federal tax identification numbers are: Anglo-Suisse Offshore Pipeline Partners, LLC (9562), Delaware EPL of Texas, LLC (9562), Energy Partners Ltd., LLC (9562), Energy XXI GOM, LLC (0027), Energy XXI Gulf Coast, Inc. (8595), Energy XXI Holdings, Inc. (1638), Energy XXI, Inc. (2108), Energy XXI Leasehold, LLC (8121), Energy XXI Ltd (9286), Energy XXI Natural Gas Holdings, Inc. (7517), Energy XXI Offshore Services, Inc. (4711), Energy XXI Onshore, LLC (0308), Energy XXI Pipeline, LLC (5863), Energy XXI Pipeline II, LLC (8238), Energy XXI Services, LLC (3999), Energy XXI Texas Onshore, LLC (0294), Energy XXI USA, Inc. (8552), EPL of Louisiana, L.L.C. (9562), EPL Oil & Gas, Inc. (9562), EPL Pioneer Houston, Inc. (9749), EPL Pipeline, L.L.C. (1048), M21K, LLC (3978), MS Onshore, LLC (8573), Natural Gas Acquisition Company I, LLC (0956), Nighthawk, L.L.C. (9562), and Soileau Catering, LLC (2767). The location of the Debtors' U.S. corporate headquarters and the Debtors' service address is: 1021 Main Street, Suite 2626, Houston, Texas 77002.

supported by the creditors. They are doing nothing of the kind. Attached as **Exhibit A** is a letter from the Official Unsecured Creditors Committee strongly urging creditors to vote against the plan.

2. From an economic standpoint, the plan is nothing more than a disguised foreclosure sale to the second lien holders who will become the owners of the Debtors to the exclusion of all other interested parties in the case.

3. Certainly, a bankruptcy sale is one method of exiting bankruptcy. But in virtually all cases, such sales are accomplished according to Court ordered bid procedures designed to adequately market the property and bring the best price possible. **HERE, THE DEBTORS ARE NOT MARKETING THE PROPERTY.** In fact, the Debtors are prohibited from soliciting proposals or offers by the terms of the Restructuring Support Agreement (“RSA”). Section 6(g) states as follows:

The Debtors may receive (but not solicit) proposals or offers for any chapter 11 plan or restructuring transaction (including, for the avoidance of doubt, a transaction premised on an asset sale under section 363 of the Bankruptcy Code). . . .

It is important to note that the Equity Committee has objected to the RSA, and asserts that the Board of Directors may not have had proper corporate authority to execute that document under its own Bye-Laws as well as Bermuda law. The Bermuda legal issues are currently still under review by the Equity Committee.

4. In accordance with the RSA, neither the insiders who are under SEC investigation and stand to gain an 8% equity stake in the reorganized debtor, or PJT and Opportune who stand to earn huge “completion” fees if the current plan is confirmed, are taking any steps to market the property to maximize its value for the benefit of creditors and equity holders. Rather, the second lien holders with assistance of the insiders are attempting to walk off with company **WITHOUT**

THE RISK OF ANY COMPETING BIDS GETTING IN THE WAY.

5. As a result, the Equity Committee is exploring the possibility of filing its own plan or even a joint plan with the unsecured creditors which may propose new management and new financing once exclusivity has expired. However, the RSA is making this process difficult because it provides the second lien holders with a right of first refusal with respect to any such financing. As a result, potential new financing sources may not be interested in spending the due diligence time and effort necessary to make a proposal since the second lien holders have the unfettered right to match it under an agreement which was entered into by management without proper authority.

6. In summary, if the Debtors cannot confirm the current plan and are restricted by the RSA from proposing plans that provide some benefit to the unsecured creditors and equity holders, there is simply no need to extend exclusivity.

7. The Equity Committee reserves the right to amend this objection prior to the time of any hearing held on the Motion.

Admissions and Denials

8. Denies the allegations contained in paragraph 1 of the Motion, except admits that the confirmation hearing is set for September 13, 2016.

9. Denies the allegations contained in paragraph 2 of the Motion.

10. Denies the allegations contained in paragraph 3 of the Motion.

11. Paragraphs 4 through 6 of the Motion contain legal assertions which need not be answered.

12. Admits the allegations contained in paragraphs 7 through 9 of the Motion.

13. Paragraph 10 of the Motion contains a prayer for relief which need not be answered.

14. Paragraphs 11 through 13 of the Motion contain legal assertions which need not be

answered.

15. Denies the allegations contained in paragraph 14 of the Motion.

16. Admits the allegations contained in paragraph 15 of the Motion.

17. Admits the first two sentences of the allegations contained in paragraph 16 of the Motion. The remainder of the allegations in that paragraph are denied.

18. Denies the allegations contained in paragraph 17 of the Motion, and lacks knowledge of any ongoing negotiations with creditors and alleges that there are absolutely no negotiations with the Equity Committee.

19. To the extent it contains facts, denies the allegations contained in paragraph 18 of the Motion. To the extent paragraph 18 contains legal assertions and/or prayers for relief, they need not be answered.

20. Presently lacks knowledge or information to form a belief as to the truth of the allegations contained in paragraph 19 of the Motion.

21. To the extent it contains facts, denies the allegations contained in paragraph 20 of the Motion. To the extent it contains prayers for relief, they need not be answered.

22. Denies the allegations contained in paragraphs 21 and 22 of the Motion.

23. Admits the allegations contained in paragraphs 23 and 24 of the Motion.

WHEREFORE, the Equity Committee prays that the Court deny the Motion and grant such other and further relief as is just and proper.

DATED: August 9, 2016

Respectfully submitted,

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HOLDERS

CERTIFICATE OF SERVICE

I hereby certify that on August 9, 2016, a true and correct copy of the foregoing Objection of the Official Committee of Equity Security Holders to Debtors' Motion for Entry of an Order Extending the Exclusivity Periods to File and Solicit Acceptances of a Chapter 11 Plan (Docket No. 816) has been served via the Court's ECF Notification System to the parties listed below.

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